

RECORDATION NO. 27122-B FILED

OCT 20 '09

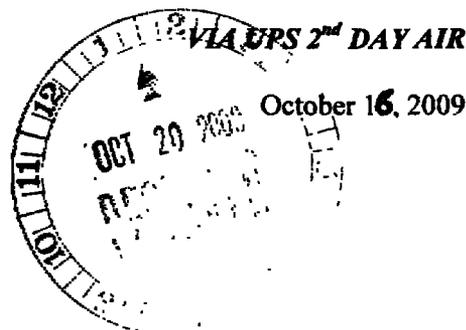
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FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

SURFACE TRANSPORTATION BOARD



Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27122.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Columbus and Greenville Railway
c/o Genesee & Wyoming, Inc.
13901 Sutton Park Drive South, Ste. 180
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for fifty (50) 4750 cu. ft. capacity covered hopper cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcia Dunne', with a long horizontal flourish extending to the right.

Marcia Dunne
Senior Documentation Specialist

Enclosures
(CAGY005)

ASSGN. NO.: CAGY005

MEMORANDUM OF LEASE

OCT 20 '09

3-09 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of September, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Columbus & Greenville Railway ("Lessee"), a Mississippi corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 20, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 29, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]

Name: RICHARD F. SEYMOUR
VICE PRESIDENT

By: [Signature]
Name: Janice L. Enolva

Title: _____

Title: Manager of Documentation

Executed on this 29TH day of September, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of September, 2009.

[Signature]
Notary Public

Commission Expires:

6-2012
(Notary Public)



LESSEE:

COLUMBUS & GREENVILLE RAILWAY

ATTEST:

By: Rick Christopher

Name: RICK CHRISTOPHER

Title: AVP CAR MANAGEMENT

By: _____

Name: _____

Title: _____

Executed on this 17 day of SEPTEMBER, 2009.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Christine Hall, a Notary Public of the County and State aforesaid, certify that Rick Christopher personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease. *Produced identification.

WITNESS my hand and official stamp or seal, this 17th day of September, 2009.

Christine Hall
Notary Public

Commission Expires: 8-10-10

Christine Hall
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 4750 cu. ft. capacity covered hopper cars equipped with gravity gates.

CAR NUMBERS:

NOKL 820798	NOKL 824601	NOKL 825757
NOKL 820806	NOKL 824607	NOKL 825767
NOKL 820846	NOKL 824608	NOKL 825768
NOKL 821081	NOKL 824612	NOKL 825880
NOKL 822144	NOKL 824631	NOKL 825881
NOKL 822154	NOKL 824633	NOKL 827488
NOKL 822206	NOKL 824640	NOKL 827631
NOKL 822967	NOKL 825155	NOKL 828049
NOKL 822971	NOKL 825316	NOKL 829201
NOKL 823357	NOKL 825318	NOKL 829205
NOKL 824532	NOKL 825322	NOKL 829213
NOKL 824539	NOKL 825323	NOKL 830761
NOKL 824542	NOKL 825328	NOKL 833084
NOKL 824549	NOKL 825346	NOKL 833332
NOKL 824560	NOKL 825352	
NOKL 824565	NOKL 825401	
NOKL 824575	NOKL 825427	
NOKL 824599	NOKL 825430	